

09/13/95 11:53

FAS-T CORPORATE AGENTS

(305) 592-9591

P. 001

H95000010188

9/13/95 ORIGINAL DIVISION OF CORPORATIONS 10:31 AM
 ((H95000010188)) ELECTRONIC ACCESS SYSTEM
 DIVISION OF CORPORATIONS FROM: FAS-T CORP. AGENTS, INC.
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 TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ
 FAX: (904) 922-4000 PHONE: (305) 599-0839
 FAX: (305) 592-9591

((H95000010188)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P. A.
 NAME: MIAMI EQUIPMENT LEASING CORP.
 FAX AUDIT NUMBER: H95000010188 CURRENT STATUS: REQUESTED
 DATE REQUESTED: 09/13/1995 TIME REQUESTED: 10:31:16
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Handwritten date 9/13/95

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
MIAMI EQUIPMENT LEASING CORP.

ARTICLE I. NAME

The name of this corporation shall be MIAMI EQUIPMENT LEASING
CORP.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at
the time of the filing of these Articles Of Incorporation. This
corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of
operating any and all business activities permitted under the laws
of FLORIDA and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1500 par
value shares of common capital stock.

This Instrument Prepared By:

Antonio J. Soto, III, Esq.
8500 West Flagler St., Ste. A-105
Miami, Florida 33144-2037
FLORIDA BAR NO.: 302163

Articles of Incorporation of MIAMI EQUIPMENT LEASING, CORP.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Articles of Incorporation of MIAMI EQUIPMENT LEASING, CORP.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be One (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors, their title and shares are:

ADA DEL TORO
9371 S.W. 32nd Street
Miami, Florida 33165

1500 SHARES

President/Director/
SoleShareholder

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles of Incorporation of MIAMI EQUIPMENT LEASING, CORP.

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ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 9371 S.W. 32nd Street, Miami, Florida 33165.

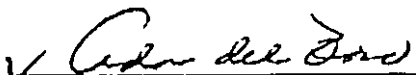
The name of the individual who shall serve as this corporation's initial registered agent at that address is: ADA DEL TORO.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: ADA DEL TORO, 9371 S.W. 32nd Street, Miami, Florida 33165.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



ADA DEL TORO - Incorporator

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I hereby accept my designation as resident agent and agree to serve as the resident agent of MIAMI EQUIPMENT LEASING CORP. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for MIAMI EQUIPMENT LEASING CORP.

Ada Del Toro
ADA DEL TORO - Registered Agent

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95 SEP 13 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of FLORIDA
County Of DADR

On 9-12-95, ADA DEL TORO, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a FLORIDA driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of MIAMI EQUIPMENT LEASING CORP.

Rosa R. Gokelick
Notary Public

Rosa R. Gokelick
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number

OFFICIAL NOTARY SEAL
ROSA R GOKELICK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC411729
MY COMMISSION EXT OCT 9 1996

Articles of Incorporation of MIAMI EQUIPMENT LEASING, CORP.